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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE 14D-9**

(Amendment No. 25)

**Solicitation/Recommendation Statement  
Under Section 14(d)(4) of the Securities Exchange Act of 1934**

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**NXP Semiconductors N.V.**

(Name of Subject Company)

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**NXP Semiconductors N.V.**

(Name of Person Filing Statement)

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**Common Stock, Par Value EUR 0.20 Per Share**

(Title of Class of Securities)

**N6596X109**

(CUSIP Number of Class of Securities)

**Dr. Jean A.W. Schreurs  
SVP and Chief Corporate Counsel  
60 High Tech Campus  
5656 AG  
Eindhoven, The Netherlands  
+31-40-2728686**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the person filing statement)

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*With copies to:*

**Kenton J. King  
Allison R. Schneirov  
Alexandra J. McCormack  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036  
212-735-3000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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This Amendment No. 25 to Schedule 14D-9 (this “**Amendment No. 25**”) amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed with the Securities and Exchange Commission (the “**SEC**”) on November 18, 2016 (together with any subsequent amendments and supplements thereto, the “**Schedule 14D-9**”), by NXP Semiconductors N.V., a public limited liability company (*naamloze vennootschap*) organized under the laws of The Netherlands (the “**Company**” or “**NXP**”). The Schedule 14D-9 relates to the offer by Qualcomm River Holdings B.V. (“**Buyer**”), a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of The Netherlands and an indirect, wholly owned subsidiary of QUALCOMM Incorporated, a Delaware corporation (“**Parent**”), to acquire all of the outstanding common shares, par value €0.20 per share, of the Company (the “**Shares**”). On February 20, 2018, the Company and Buyer entered into an amendment (the “**Purchase Agreement Amendment**”) to the Purchase Agreement, dated as of October 27, 2016 (as amended, the “**Purchase Agreement**”), by and between the Company and Buyer. Pursuant to the Purchase Agreement Amendment, the offer price was increased from \$110.00 per Share to \$127.50 per Share, less any applicable withholding taxes and without interest to the holders thereof, payable in cash (the “**Offer Consideration**”) (such offer, on the terms and subject to the conditions set forth in the offer to purchase, dated November 18, 2016, and in the related letter of transmittal, each as filed on Schedule TO, together with any amendments or supplements thereto, the “**Offer**”).

All information regarding the Offer as set forth in the Schedule 14D-9, including all exhibits and annexes that were previously filed with the Schedule 14D-9, is hereby expressly incorporated by reference into this Amendment No. 25, except that such information is hereby amended and supplemented to the extent specifically provided for herein. Capitalized terms used but not defined in this Amendment No. 25 have the meanings ascribed to them in the Schedule 14D-9.

## **Item 2. Identity and Background of Filing Person**

The disclosure in Item 2 of the Schedule 14D-9 under the heading “(b) *Tender Offer*” is hereby amended and supplemented by replacing the reference to the Offer Consideration being “\$110.00 per Share” in the first paragraph of such section with “\$127.50 per Share” and by replacing “5:00 p.m., New York City time, on February 23, 2018” in provision (i) of the second paragraph of such section with “the end of the day, one minute after 11:59 p.m., New York City time, on March 5, 2018”.

The disclosure in Item 2 of the Schedule 14D-9 under the heading “(b) *Tender Offer*” is hereby further amended and supplemented by adding the following paragraphs after the last paragraph of such section:

“On February 20, 2018, pursuant to the Purchase Agreement Amendment, Parent announced an increase in the Offer Consideration from \$110.00 per Share, less any applicable withholding taxes and without interest, to the holders thereof, payable in cash, to \$127.50 per Share, less any applicable withholding taxes and without interest, to the holders thereof, payable in cash.

The Offer, which was previously scheduled to expire at 5:00 p.m., New York City time, on February 23, 2018, is being extended in accordance with the Purchase Agreement until the end of the day, one minute after 11:59 p.m., New York City time, on March 5, 2018, unless further extended or earlier terminated in accordance with the Purchase Agreement.

On February 20, 2018, Parent issued a press release announcing the increase in the Offer Consideration and the extension of the Offer. The full text of the press release is filed as Exhibit (a)(5)(ff) to the Schedule 14D-9.”

**Item 9. Exhibits**

Item 9 of the Schedule 14D-9 is hereby amended and supplemented by adding the following exhibits:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(ff)	Press release issued by Parent, dated February 20, 2018 (incorporated by reference to Exhibit (a)(5)(AA) to the Schedule TO).
(a)(5)(gg)	Note to NXP Employees from Rick Clemmer, dated February 20, 2018.
(e)(22)	Amendment No. 1, dated February 20, 2018 to Purchase Agreement, dated October 27, 2016, by and between Qualcomm River Holdings B.V. and NXP Semiconductors N.V. (incorporated by reference to Exhibit 1 to the Form 6-K filed by NXP Semiconductors N.V. with the United States Securities and Exchange Commission on February 20, 2018).

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 20, 2018

NXP SEMICONDUCTORS N.V.

By: /s/ Dr. Jean A.W. Schreurs

Dr. Jean A.W. Schreurs

SVP and Chief Corporate Counsel

**Date:** Feb. 20, 2018  
**To:** All NXP Employees  
**From:** Rick Clemmer  
**Subject:** QUALCOMM INTEGRATION UPDATE – Qualcomm’s revised offer



## QUALCOMM INTEGRATION UPDATE

Qualcomm issued a [press release](#) earlier today announcing an amended agreement to acquire NXP for \$127.50 per share in cash, as well as binding agreements with nine NXP stockholders who collectively own over 28% of NXP’s outstanding shares (excluding additional economic interests through derivatives) to tender their shares at the revised price.

To date, we have received antitrust approvals in eight of nine jurisdictions and are working constructively with Qualcomm and regulators in China to obtain the final regulatory approval.

Following final regulatory approval, the next step planned is to complete the tender offer – the process by which NXP stockholders tender their shares for purchase by Qualcomm. Once this step is complete, the transaction will officially close. Today’s announcement marks an important step toward completing this transaction.

Until then, we remain two standalone companies and the existing guidelines for engaging with Qualcomm continue to apply.

Thank you for all your continuing hard work. As always, please keep your continued full focus on meeting and exceeding your business commitments and on delighting our customers!

For more information or to ask questions, please visit our [Integration Hub](#).

**Rick Clemmer**  
NXP CEO

**Additional Information and Where to Find It**

This email is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any common shares of NXP Semiconductors N.V. ("NXP") or any other securities. Qualcomm River Holdings B.V. ("Buyer"), an indirect, wholly owned subsidiary of QUALCOMM Incorporated ("Qualcomm"), has filed a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, with the United States Securities and Exchange Commission (the "SEC") and NXP has filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC with respect to the tender offer. The offer to purchase common shares of NXP is only being made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO, in each case as amended from time to time. THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 CONTAIN IMPORTANT INFORMATION. SHAREHOLDERS OF NXP ARE URGED TO READ THESE DOCUMENTS, AS FILED AND AS MAY BE AMENDED FROM TIME TO TIME, CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT SUCH HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR SHARES. Investors and security holders may obtain a free copy of these statements and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, free copies of these documents may be obtained by contacting Innisfree M&A Incorporated, the information agent for the tender offer, toll free at (888) 750-5834 (for shareholders) or collect at (212) 750-5833 (for banks and brokers).